

CERTAINX



**AMERICAN  
STOCK EXCHANGE**  
Equities Options ETFs

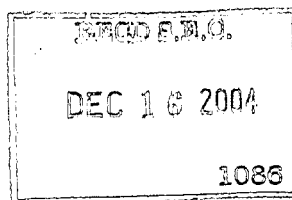
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American Stock Exchange  
85 Trinity Place  
New York, NY 10006



December 16, 2004

Mr. Brian Johnson  
Branch Chief  
Filer Support 2  
Office of Filing Information  
Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549

Dear Mr. Johnson:

This is to certify that on December 15, 2004, The American Stock Exchange, Inc. (the "Exchange") received from Orion Healthcorp, Inc. (the "Registrant"), formerly known as SurgiCare, Inc., a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Class A Common Stock, \$0.001 par value.

We further certify that the above described securities have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the 8-A concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Please be advised that this letter is final and supersedes the letter dated December 15, 2004.

Sincerely,

Cc: Herbert Scholl

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THOMSON  
FINANCIAL